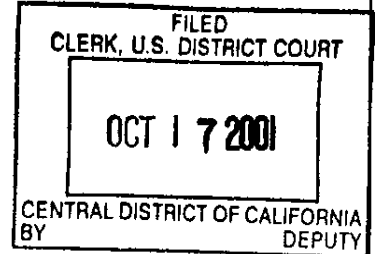
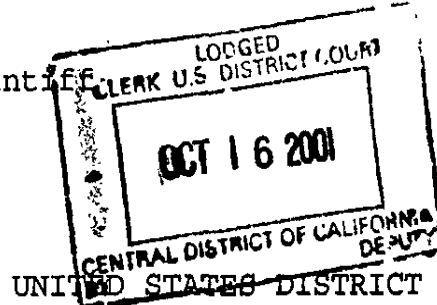


MAURICE WAINER (Bar #121678)
 SNIPPER, WAINER & MARKOFF
 2029 Century Park East, #1690
 Los Angeles, California 90067-1614
 (310) 557-1905



Attorneys for Plaintiff



Priority
 Send ☒
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 JS-5/JS-6 ☒
 JS-2/JS-3 ☒
 Scan Only ☒

CENTRAL DISTRICT OF CALIFORNIA

VALUECLICK, INC. dba ON
 RESPONSE, a Delaware
 corporation

Plaintiff,

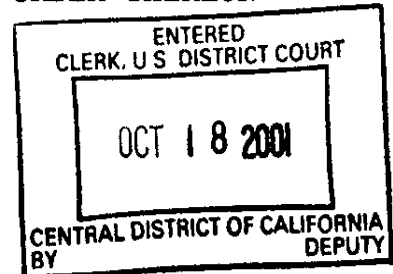
vs.

MASS TRANSIT INTERACTIVE,
 INC.; and DOES 1 - 10,
 inclusive,

Defendants.

CASE NO. CV 01-08001 RSWL
 (MANx)

STIPULATION RE SETTLEMENT
 PURSUANT TO FRCP §41(A)(1);
 AND ORDER THEREON



TO THIS HONORABLE COURT:

IT IS HEREBY STIPULATED by and between plaintiff
 Valueclick, Inc. dba On Response and defendant, Mass Transit
 Interactive, Inc. as follows:

1. Plaintiff has entered into a conditional settlement
 with defendant.

2. Settlement shall be completed on or before May 2002.

3. Depending on whether or not defendant performs as
 specified, plaintiff will file either one of the following with the

Docketed
 Copies NTC Sent
 JS-5/JS-6
 JS-2/JS-3
 CLSD

4

1 Court: (i) Stipulation for Judgment or (ii) Request for Dismissal
2 with prejudice of the entire action.

3 4. If plaintiff does not file either item as set forth
4 above not later than May 2002, the plaintiff shall cause the case
5 to be dismissed.

6 5. This matter shall not be scheduled for any
7 proceedings but shall be stayed through May 2002, after which date
8 the case shall be dismissed unless the Stipulation for Judgment has
9 been filed with the Court prior to said date.

10 6. A copy of the Stipulation for Judgment executed by
11 the parties and their counsel is attached hereto marked Exhibit "A"
12 and incorporated by reference herein as through set forth in full
13 and at length.

14
15 DATE: October 4, 2001

SNIPPER, WAINER & MARKOFF

16
17 BY: _____

MAURICE WAINER

Attorneys for Plaintiff

18
19 DATED: October _____, 2001

RUSS, AUGUST, KABAT & KENT

20
21 BY: _____

SHANE EMERSON COONS

Attorneys for
MASS TRANSIT INTERACTIVE, INC.

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DISTPLDG\STIPSETL.VAL

OCT-05-01 17:26 From:RUSS,AUGUST KABAT

3708260801

T-584 P.03/05 JMS-740

1 Court: (i) Stipulation for Judgment or (ii) Request for Dismissal
2 with prejudice of the entire action.


3 4. If plaintiff does not file either item as set forth
4 above not later than May ³¹/_A 2002, the plaintiff shall cause the case
5 to be dismissed.

6 5. This matter shall not be scheduled for any
7 proceedings but shall be stayed through May ³¹/_A 2002, after which date
8 the case shall be dismissed unless the Stipulation for Judgment has
9 been filed with the Court prior to said date.

10 6. A copy of the Stipulation for Judgment executed by
11 the parties and their counsel is attached hereto marked Exhibit "A"
12 and incorporated by reference herein as through set forth in full
13 and at length.


14
15 DATE: October 4, 2001

SNIPPER, WAINER & MARKOFF

16
17 BY: 
18 MAURICE WAINER
Attorneys for Plaintiff

19 DATED: October 5, 2001

RUSS, AUGUST, KABAT & KENT

20
21 BY: 
22 SHANE EMERSON COONE
23 Attorneys for
24 MASS TRANSIT INTERACTIVE, INC.
25
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DISPENSESTIPSETL.VOL

O R D E R

Upon review of the Stipulation for Settlement Pursuant to
FRCP §41(a)(1), and good cause appearing therefore,

IT IS ORDERED, DECREED AND ADJUDGED that all proceedings
are stayed through May 2002.

IT IS FURTHER ORDERED, DECREED AND ADJUDGED that in the
event the original Stipulation for Judgment is not filed on or
before said date or a dismissal of the entire action, then the
Court shall dismiss this matter on its own motion on said date.

DATED: October 17, 2001

RONALD S. W. LEW

JUDGE OF THE LOS ANGELES SUPERIOR
COURT U.S. DISTRICT COURT

C E D E E

Upon review of the Stipulation for Settlement Pursuant to
FRCP §41(a)(1), and good cause appearing therefore,

IT IS ORDERED, DECREED AND ADJUDGED that all proceedings
are stayed through May³¹, 2002.

IT IS FURTHER ORDERED, DECREED AND ADJUDGED that in the
event the original Stipulation for Judgment is not filed on or
before said date or a dismissal of the entire action, then the
Court shall dismiss this matter on its own motion on said date.

DATED: _____

JUDGE OF THE LOS ANGELES SUPERIOR
COURT

DISTPLOG\STIPSETL.VAL